## **Omnipoint Dover License, LLC**

## FCC 603

1) Application Purpose (Select only one) ( AM )

#### FCC Wireless Telecommunications Bureau Main STAMP AND RETURN Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800

See instructions for public burden estimate

AA - Assignment of Authorization AM - Ameni TC - Transfer of Control WD - Withd Transfer)		NT - F EX - F	Required N Request fo	lotification ( r Extension	for Consumn of Time (to C	nation of Assignmente A	gnment or Assignment	Transfer) or			
2a) If this request is for an Amendment or Withd currently on file with the FCC.	rawal, ente	er the File	Number	of the pendi	ng applicatio	n Flor	lumber:				
2b) File numbers of related pending applications currently on file with the FCC:											
Type of Transaction											
3a) Is this a pro forma assignment of authorizati	3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? (N) Yes No										
	3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?										
4) For assignments of authorization only, is thi	4) For assignments of authorization only, is this a partition and/or disaggregation? ( )Yes No										
5) Does this filing request a waiver of the Comr	nission's r	ules?					( Y ) <u>Y</u> (	s <u>N</u> o			
6) Are attachments being filed with this applicati	ion?						( ¥ ) <u>Y</u> e	s <u>N</u> o			
7a) Does the transaction that is the subject of this licenses held by the assignor/transferor or aff or commonly controlled entities) that are not	filiates of the	he assigr	nor/transfe	eror (e.g., pa	rents, subsid	liaries,	( Y ) <u>Y</u> e	es <u>N</u> o			
7b) Does the transaction that is the subject of this non-wireless licenses that are not included on	application this form	on also ir and for w	volve trai	nsfer or assignmission app	gnment of proval is requ	ired?	( <b>N</b> ) <u>Y</u> e	s <u>N</u> o			
Transaction Information											
8) How will the assignment of authorization or tra	ansfer of c	ontrol be	accompli	shed? Sele	ct One: ( S )			•			
Sale or other assignment or transfer of stock	k	Court C	Order								
Other (voting trust agreement, management	contract,	etc.):									
If required by applicable rule, attach as an example any Pertinent contracts, agreements, instrur						transferred, a	long with o	opies of			
9) The assignment of authorization or transfer	of control	of licens	e is:	( <b>V</b> ) <u>V</u> o	oluntary <u>i</u> nv	oluntary					
Licensee/Assignor Information											
10a) Taxpayer Identification Number:					10b) SGI	N:					
11) First Name (if individual):		MI:	Last Na	ne:				Suffix:			
12) Entity Name (if not an individual): OMNIPO	INT DO	OVER	LICEN	SE, LLC							
13) Attention To:	,										
14) P.O. Box:	1										
14) 1.0.000.	And 1: /Or	5) Street	Address:	3605 1	.32''' AVI	enue se,	SUITI	E 100			
16) City: BELLEVUE			"	17) State:	WA	18) Zip: 98	006				
19) Telephone Number: (425) 653-4675	19) Telephone Number: (425) 653-4675 20) FAX: (425) 653-4620										
21) E-Mail Address:											

22) Race, E	thnicity, and Gender of As	signor/Lice	nsee (C	ptiona	I):						
Race:	American Indian or Alaska Native:	Asian:			ck or Afri erican:	can-		Native Hawaiian or Other Pacific Islander:		White:	
Ethnicity:	Hispanic or Latino:	Not Hispani Latino:	c or								
Gender:	Female:	Male:									
Transferor i	Information (for transfers of	of control on	ıly)								
23a) Taxpa	yer Identification Number:						23b) SGIN				
24) First Na	me (if individual):	MI:	Last Na	ame:				Suffix:			
25) Entity N	ame (if other than individual):	COOK IN	LET	REGI	ON, I	NC.					
26) P.O. Bo	<b>x</b> :	An /Or		Street	Address:	2525 C	STREET,	SUITE	500		
28) City: A	NCHORAGE					29) State:	AK	30) Zip: 99	503		
31) Telepho	one Number: (907) 263	3-5176			32) FAX	: (907)	263-51	81			
	Address: storrison@d										
Name of Tra	ansferor Contact Represen	tative (if oth	er than	Trans	feror) (f	or transfer	s of control o	only)			
34) First Na	me: SCOTT			MI: D	Last Na	ame: TORI	RISON			Suffix:	
35) Compa	ny Name: COOK INLET	REGION	, IN	c.		· · · -					
36) P.O. Bo	x:	An /Oi		Street	Address:	2525 (	C STREET	, SUITE	500		
38) City: <i>2</i>	NCHORAGE				39) State: AK 40) Zip: 99			9503			
41) Telepho	one Number: (907) 26	3-5176			42) FAX	: (907)	263-51	81			
43) E-Mail A	Address: storrison@	ciri.co	m								
Assignee/Tr	ransferee Information										
44) Assigne	e is a(n): ( ) Individual Corporati	_	corporate ed Liabil			<u>T</u> rust <u>P</u> artner:	_	rnment Entity ortium		Venture	
45a) Taxpay	ver Identification Number:						45b) SGIN	l			
46) First Na	me (if individual):			MI:	Last Na	ame:				Suffix:	
47) Entity Na	ame (if other than individual):	VOICEST	REAM	WIR	ELESS	CORPO	RATION				
48) Name o	f Real Party in Interest:		49) TIN								
50) Attentio	n To:				<u>_</u>						

51) P.O. Box:	And	52) Street Addre	52) Street Address:						
	/Or	3650 131s	t	Avenue, S.E.,	Suite 200				
53) City:				54) State:	55) Zip:				
Belleuve				WA	98006				
56) Telephone Number:		57)	FAX	Ċ					
(425) 653-4600		(42	25)	653-4840					
58) E-Mail Address:									
dan.menser@voicestream.com									

### Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name:			MI:	Last Name:			Suffix:	
Louis		1	Gurman Esq.					
60) Company Name:								
Morrison & Foerster LLP								
61) P.O. Box:	And 62) Street Address:							
	/Or	2000	Pe	ennsylvania	Avenue	N.W.,	Suite 5500	
63) City:				64) State:		65) Zip:		
Washington				DC		20006		
66) Telephone Number:				67) FAX:				
(202) 887-1500				(202) 887-0	763			
68) E-Mail Address:								
lgurman@mofo.com								

#### Alien Ownership Questions

69)	Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N <u>Y</u> es <u>N</u> o
70)	Is the Assignee or Transferee an alien or the representative of an alien?	(N <u>Y</u> es <u>N</u> o
71)	Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N <u>r</u> es <u>N</u> o
72)	Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N <u>)Y</u> es <u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  If Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1	(Y) <u>Y</u> es No

#### **Basic Qualification Questions**

74)	Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?  If 'Yes', attach exhibit explaining circumstances.	(N)	) <u>Y</u> ⇔	<u>N</u> o
75)	Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N	χes	<u>N</u> o
76)	Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?  If 'Yes', attach exhibit explaining circumstances.	( N )	) <u>Y</u> es	<u>N</u> o
	Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items?  If 'Yes', attach exhibit explaining circumstances.	(N)	<u>Y</u> es	<u>N</u> o

78) Race, Ethnicity, and Gender of Assignee/Transferse (Optional):

Race: American indian or Aleska Asian: Block or African-American: Native Hawalian or Other Pacific Islander:

Ethnicity: Hispanic or Latino: Not Hispanic or Latino:

Gender: Female: Male:

Assignor/Transferor Certification Statements

- 1) The Assignor or Transferor certiles ather (1) that the authorization will not be assigned or that control of the Scenes will not be transferred until the control of the Federal Communications Communication has been given, or (2) that prior Communication consent is not required because the transaction is subject to streamlined notification precedures for pro forms assignments and considers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Red. 6283 (1988).
- 2) The Assignor or Transferor certifies that all assessments made in this application and in the exhibits, attachments, or documents incorporated by reference are materies, are part of this application, and are true, complete, correct, and made in good falls.

79) Typed or Printed Name of Party Authorized to Sign

First Name:
Craig

Mt: Last Name:
Floerchinger

Suffice

90) Title: Vice President, Cook Inlet Telescommunications x Timex Region, Inc.

Signature:

10 6 00

#### Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the itemas will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined netification procedures for pro-forms assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rod. 6283 (1998).
- 2) The Assignee or Trensferse waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by Ilcense or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, ethibution, or spectrum cap rule."
  - "If the applicant has sought a waiver of any such rule in connection with this application, it may make this contineation subject to the outcome of the waiver request.
- 4) The Assignee or Transferse agrees to assume all obligations and abide by ell conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuent to a request made hareh otherwise attwee, except for tability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 6) The Assignee or Transferse certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are meterial, are part of this application, and are true, complete, correct, and made in good faith.
- 5) The Assignee or Transferse certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 662, because of a combition for possession or distribution of a controlled substance. See Section 1,2002(b) of the rules, 47 CFR § 1,2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant cartilise that it either (1) has an updated Form 602 on the with the Commission, (2) is filling an updated Form 602 simultaneously with this application, or (3) is not required to title Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign							
First Name:	MI:	Last Name:		Suffix:			
David	A.	Miller		Esq.			
83) Title: Vice President							
Signature: 84) Date: 9/17/100							
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF A Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, 5	MY ST	ATION LICENSE OR CONSTRUCTION PERMI					

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLF712					NO
······································					
<del></del>					
					<u> </u>
					<del> </del>
<del></del>					
					-

#### FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

#### EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

In the case of the instant application, regarding the transfer of control of Omnipoint Dover License, LLC, the ULS database has not been updated to reflect the consummation notice filed with respect to the *pro forma* assignment of the license from CIVS II to Omnipoint Dover License, LLC. See File No. 0000117734. Because the status of the license has not been updated in the ULS database, this transfer of control application is being filed by paper.

<sup>&</sup>lt;sup>1</sup> The consummation notice was filed electronically on August 31, 2000, and corrected by paper on September 11, 2000. The date of consummation of the assignment was May 10, 2000. See File No. 0000212873.

## **Omnipoint Philadelphia License, LLC**

FCC 603 FC	C Wireless Telecommunications Bur	eau Approved by OMB						
	pplication for Assignments of Authori							
Main Form  AMP AND RETURN  Application Purpose (Select only one) ( 2)	and Transfers of Control	OCT 2000 public burden estimat						
AA - Assignment of Authorization AM - Amer TC - Transfer of Control WD - With Transfer)	ndment NT - Required Notification (for the drawal EX - Request for Extension of T	Consummation of Assignment or Transfer) interior (Consummate Assignment or						
2a) If this request is for an Amendment or Withdourrently on file with the FCC.	drawal, enter the File Number of the pending ap	Pile Number:						
2b) File numbers of related pending applications	s currently on file with the FCC:							
Type of Transaction								
3a) Is this a pro forma assignment of authorizat	tion or transfer of control?	( N ) <u>Y</u> es <u>N</u> o						
b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the ( ) <u>Y</u> es <u>N</u> o Commission's forbearance procedures for telecommunications licenses?								
4) For assignments of authorization only, is thi	is a partition and/or disaggregation?	( <u>)Y</u> es <u>N</u> o						
5) Does this filing request a waiver of the Com	mission's rules?	(Y) <u>Y</u> es <u>N</u> o						
6) Are attachments being filed with this applicat	tion?	( Y <u>)Y</u> es <u>N</u> o						
	is application also involve transfer or assignme ffiliates of the assignor/transferor (e.g., parents included on this form and for which Commissi	, subsidiaries,						
7b) Does the transaction that is the subject of thi non-wireless licenses that are not included or	is application also involve transfer or assignme n this form and for which Commission approval							
Fransaction Information								
8) How will the assignment of authorization or tr	ransfer of control be accomplished? Select On	e: (S)						
Sale or other assignment or transfer of stoo	ck <u>C</u> ourt Order							
Other (voting trust agreement, management	t contract, etc.):							
If required by applicable rule, attach as an e any pertinent contracts, agreements, instrume	exhibit a statement on how control is to be assi- ents, certified copies of Court Orders, etc.	gned or transferred, along with copies of						

or contr	ol of licen	se is:	( V ) <u>V</u> ol	luntary <u>i</u> nv	roluntary	
				10b) SGI	N:	
						Suffix:
INT	PHILA	DELPHIA	A LICENS	E, LLC		
And /Or	15) Stre	et Address:	3605 13	2 <sup>nd</sup> AVI	ENUE SE, SUITE	100
			17) State: W	VA.	18) Zip: 98006	
19) Telephone Number: (425) 653-4675 20) FAX: (425) 653-4620						
	And /Or	MI: And 15) Stre	And 15) Street Address:	MI: Last Name:  INT PHILADELPHIA LICENS  And 15) Street Address: 3605 13  17) State: V	MI: Last Name:  INT PHILADELPHIA LICENSE, LLC  And 15) Street Address: 3605 132 <sup>nd</sup> AVI  17) State: WA	MI: Last Name:  INT PHILADELPHIA LICENSE, LLC  And 15) Street Address: 3605 132 <sup>nd</sup> AVENUE SE, SUITE  17) State: WA 18) Zip: 98006

Race:	American Indian or Alaska Native:	Asian:	ee (U	Blac	ck or Afri erican:	can-	Native Hawaii Pacific Island		White:	
Ethnicity:	Hispanic or Latino:	Not Hispanic o	or .						<u> </u>	
Gender:	Female:	Male:								ı
Transferor	nformation (for transfers of	of control only	)							
23a) Taxpa	yer Identification Number:			" <del>-</del>			23b) SGIN	J		
24) First Na	me (if individual):	Mi:	Last Na	ame:				Suffix:		
25) Entity N	25) Entity Name (if other than individual): COOK INLET REGION, INC.									
26) P.O. Bo	x:	And /Or	27)	Street	Address:	2525 C	STREET,	SUITE	500	
28) City: A	NCHORAGE					29) State:	AK	30) Zip: 99	503	
31) Telephone Number: (907) 263-5176 32) FAX: (907) 263-5181										
33) E-Mail Address: storrison@ciri.com										
Name of Tra	nsferor Contact Represen	tative (if other	than	Trans	ieror) (f	or transfe	s of control o	only)		
34) First Na	me: SCOTT		A	AI: D	Last Na	me: TOR	RISON			Suffix:
35) Compai	ny Name: COOK INLET	REGION,	INC	:.						
36) P.O. Bo	x:	And /Or	37)	Street /	Address:	2525	C STREET	, SUITE	500	
38) City: A	NCHORAGE					39) State:	AK	40) Zip: 9	99503	
41) Telepho	one Number: (907) 26	3-5176			42) FAX	: (907)	263-518	31		
43) E-Mail A	Address: storrison@	ciri.com								
Assignee/Tr	ansferee Information									
44) Assigne	e is a(n): ( ) <u>I</u> ndividual <u>C</u> orporati					<u>T</u> rust <u>P</u> artner		rnment Entity ortium	<u>J</u> oint	Venture
45a) Taxpa)	er Identification Number:						45b) SGIN			
46) First Na	ne (if individual):			MI:	Last Na	ıme:				Suffix:
47) Entity Na	rme (if other than individual):	VOICESTR	EAM	WIR	ELESS	CORPO	RATION			
48) Name of Real Party in Interest: 49) TIN										
50) Attention	ı To:				-					

51) P.O. Box:	And	52) Street Address:					
	/Or	3650	131st	Avenue, S.E.,	Suite 200		
53) City:				54) State:	55) Zip:		
Belleuve				WA	98006		
56) Telephone Number:			57) FAX	Ċ			
(425) 653-4600			(425)	653-4840			
58) E-Mail Address:							
dan.menser@voicestream.com							

#### Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name:		MI:	Last Name:	<del></del>	Suffix:
Louis			Gurman		Esq.
60) Company Name:				<del></del>	
Morrison & Foerster LLP					
61) P.O. Box:	And 62)	Street	Address:		
	/ <b>Or</b> 200	0 P	ennsylvania	Avenue, N.W., Su:	ite 5500
63) City:			64) State:	65) Zip:	
Washington			DC	20006	
66) Telephone Number:			67) FAX:		
(202) 887-1500		1	(202) 887-0	763	
68) E-Mail Address:					
lgurman@mofo.com					

#### Alien Ownership Questions

69)	Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N <u>K</u> es No
70)	Is the Assignee or Transferee an alien or the representative of an alien?	(N) Yes No
71)	Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N <u>Y</u> es <u>N</u> o
72)	Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1	(Y <u>Y</u> es <u>N</u> o

#### **Basic Qualification Questions**

74)	Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?  If 'Yes', attach exhibit explaining circumstances.	(N	) <u>Y</u> es	<u>N</u> o
75)	Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal count?  If 'Yes', attach exhibit explaining circumstances.	(N	<u>Y</u> es	<u>N</u> o
76)	Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?  If 'Yes', attach exhibit explaining circumstances.	(N	)Yes	<u>N</u> o
77)	Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items?  If 'Yes', attach exhibit explaining circumstances.	(N	) <u>Y</u> es	<u>N</u> o

78) Race, Ethnicity, and Gender of Assignee/Transferse (Optional):

Race:	American Indian of Alaska Native:	Asian:	Black or African- American:	Native Hewalian or Other Pecific Islander:	White:
Ethnicky:	Hispards or Latino:	Not Hispanic of Latino:			
Gender:	Female:	Male:			

Assign	OU LISURISIO, COUNTICEROU SCRIENISIES									
1)	Federal Communications Commission has been given, or (2) the	The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the beanse will not be transferred until the convent of the Federal Communications Communication has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification pressures for pro forms assignments and transfers by telecommunications centers. See Manzorandum Opinion and Order, 13 FCC Rod. 5283 (1998).								
2)	The Assignor or Transferor certifies that all extrements made in this application and in the exhibits, altachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.									
79) Ty	ped or Printed Name of Party Authorized to Sign									
First Na	rst Name: Craig  MI: Last Name: A Ploerchinger  Suffb::									
60) Tit	Vice President, Cook Inlet 22	<b>COO</b> 00	munications, Index Region,	Inc.						
Signatu	re: Alle			61) Date:	6	00				

#### Assignee/Transferee Certification Statements

- The Assignee or Transferee certifies either (1) that the authorization will not be assigned or liket control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forms sestimments and transfers by telecommunications centers. See Memorandum Opinion shif Ontire, 13 FCC Rod. 8293 (1996).
- The Assignce or Trensferse waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by ficense or otherwise, and requests an authorization in accordance with this application.
- The Assignoe or Transferee cartifies that grant of this application would not cause the Assignoe or Transferee to be in violation of any pertinent cross-ownership. attribution, or spectrum cap rule."
  - "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- The Assignee or Transferse agrees to assume all obligations and abide by all conditions imposed on the Assigner or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made harein otherwise affirms, except for liability for any act done by, or any right accrued by, or any sult or proceeding had or commenced against the Assignor or Transferor prior to link assignment.
- The Assignee or Transferne certifies that of statements made in this application and in the exhibits, sitschmonts, or documents incorporated by reference are metertet, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuso Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a conviction substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- The applicant cortiles that it either (1) has an updated Form 602 on the with the Commission, (2) is filling an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign				
First Name:	M1:	Last Name:		Suffix:
David	A.	Miller		Esq.
83) Title: Vice President				
Signature:			84) Da	12100
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF A Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, S.	NY ST	ATION LICENSE OR CONSTRUCTION PERM		

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLF715					NO
					<del>                                     </del>
<del></del>					
	<del> </del>				
- <u> </u>					
			····		
· · · · · · · · · · · · · · · · · · ·					<del> </del>

#### FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

#### EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

In the case of the instant application, regarding the transfer of control of Omnipoint Philadelphia License, LLC, the ULS database has not been updated to reflect the consummation notice filed with respect to the *pro forma* assignment of the license from CIVS II to Omnipoint Philadelphia License, LLC. See File No. 0000117733. Because the status of the license has not been updated in the ULS database, this transfer of control application is being filed by paper.

<sup>&</sup>lt;sup>1</sup> The consummation notice was filed electronically on August 31, 2000, and corrected by paper on September 11, 2000. The date of consummation of the assignment was May 10, 2000. See File No. 0000212871.

## **D&E Omnipoint Wireless Joint Venture, L.P.**

# FCC 603 **STAMP AND RETURNS** Wireless Telecommunications Bureau Main Form Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

<ol> <li>App</li> </ol>	lication Purpose (Select onl	yone) (Al	M)						έ.	-	
	- Assignment of Authorization - Transfer of Control fer)	AM - Amend WD - Withdr						nation of Assig		or Tr	
2a) i	f this request is for an Amendm currently on file with the FCC.	ent or Withdi	rawal, e	nter the File	e Number	of the pending	application	100 23 25 PM	imber:		
	File numbers of related pending f Transaction	applications	current	ly on file w	rith the FC	c: 000012	26703				
Type o	rransaction										
3a) i	s this a pro forma assignment o	of authorization	on or tra	nsfer of co	ontrol?		- ··		( N	) <u>Y</u> es	Йо
	3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the ( <u>)Yes No</u> Commission's forbearance procedures for telecommunications licenses?										
4) F	For assignments of authorization	n only, is this	s a parti	tion and/or	disaggre	gation?		·	(	) <u>Y</u> es	<u>N</u> o
5) [	Does this filing request a waiver	of the Comn	nission'	s rules?					( Y	) <u>Y</u> es	<u>N</u> o
6) A	re attachments being filed with	this applicati	on?						( <b>Y</b>	) <u>Y</u> es	<u>N</u> o
lic	oes the transaction that is the sc censes held by the assignor/tran commonly controlled entities)	nsferor or aff	iliates o	f the assign	nor/transfe	eror (e.g., pare	nts, subsid	liaries,	•	) <u>Y</u> es	<u>N</u> o
	oes the transaction that is the si n-wireless licenses that are not	•				•		ired?	( N	) <u>Y</u> es	<u>N</u> o
Transa	ction Information										
8) Ho	ow will the assignment of author	rization or tra	nsfer o	f control be	accompl	ished? Select	One: ( S )				
	Sale or other assignment or tran	nsfer of stock	C	Court (	Order						:
	Other (voting trust agreement, n	nanagement	contrac	t, etc.):							
	If required by applicable rule, at any pertinent contracts, agreem							transferred, al	ong wi	th co	pies of
	The assignment of authorization						oluntary <u>I</u> r	voluntary			
License	ee/Assignor Information					<del></del>					
	axpayer Identification Number:						10b) SGI	N:			
11) Fi	rst Name (if individual):			MI:	Last Na	me:					Suffix:
12) Er	ntity Name (if not an individual):	D&E/OM	NIPO	INT WI	RELES	S JOINT	VENTU	RE, L.P.		1	
13) At	ttention To:									<del>- •</del>	
14) P.	O. Box:		And /Or	15) Street	t Address:	3605 13	2 <sup>nd</sup> AV	ENUE SE,	SUI	TE	100
16) Ci	ty: BELLEVUE					17) State: W	A	18) Zip: 98(	006		
19) Te	elephone Number: (425) 6	53-4675			20) FAX	(: <b>(425)</b>	653-46	520	·		
21) E-	Mail Address:										

22) Race, t	thnicity, and Gender of As	ssignor/Licens	ee (C	ptiona	il):					
Race:	American Indian or Alaska Native:	Asian:			ck or Afri erican:	can-	Native Hawaii Pacific Island		White:	
Ethnicity:	Hispanic or Latino:	Not Hispanic o	or							
Gender:	Female:	Male:								
Transferor	Information (for transfers o	of control only	)							
23а) Тахра	yer Identification Number:						23b) SGIN			
24) First Na	me (if individual):			MI:	Last N	ame:				Suffix:
25) Entity N	ame (if other than individual):	COOK INL	ET :	REGI	ON, I	NC.				
26) P.O. Bo	x:	And /Or	27)	Street	Address:	2525 C	STREET,	SUITE	500	
28) City: A	NCHORAGE					29) State:	: AK	30) Zip: 99	9503	
31) Telepho	one Number: (907) 263	3-5176			32) FAX	(907)	263-51	81		
,	Address: storrison@d									
Name of Tra	ansferor Contact Represen	itative (if other	than	Trans	feror) (f	or transfe	rs of control (	only)		
34) First Na	me: SCOTT			MI: D	Last Na	ame: TOR	RISON			Suffix:
35) Compa	ny Name: COOK INLET	REGION,	IN	c.						
36) P.O. Bo	x:	And /Or	37)	Street	Address:	2525	C STREET	, SUITE	500	
38) City: I	ANCHORAGE		-			39) State:	AK .	40) Zip: 9	9503	
41) Telepho	one Number: (907) 26	3-5176			42) FAX	: (907)	263-51	81		
43) E-Mail A	Address: storrison@	ciri.com								
Assignee/Ti	ransferee Information									
44) Assigne	e is a(n): ( ) <u>I</u> ndividual <u>C</u> orporati	_				<u>T</u> rust <u>P</u> artner		rnment Entity ortium	<u>J</u> oint	Venture
45a) Taxpay	ver Identification Number:						45b) SGIN	l		
46) First Na	me (if individual):			MI:	Last Na	ame:				Suffix:
47) Entity N	ame (if other than individual):	VOICESTR	EAM	WIR	ELESS	CORPO	RATION			
48) Name o	f Real Party in Interest:			7	.".		49) TIN			
50) Attentio	n To:									

51) P.O. Bax:	And	52)	52) Street Address:					
	/Or	365	0 1	31st	Avenue, S.	E., Suite 2	00	
53) City:		·			54) State:	55) Zip:		
Belleuve					WA	98006		
56) Telephone Number:				57) FAX	K:			
(425) 653-4600				(425)	653-4840			
58) E-Mail Address:								
dan.menser@voicestream.co	m							
Name of Assignee/Transferee Contact Rep	resentative	(if oth						
59) First Name:			MI:	Last N			Suffix:	
Louis				Gurn	กลก		Esq.	
			<u> </u>				1234.	
			·	1				
Morrison & Foerster LLP		COX	<u> </u>				1234.	
Morrison & Foerster LLP	And /Or	\ `		Address:		nue, N.W.,		
Morrison & Foerster LLP 61) P.O. Box:		\ `		Address:		nue, N.W.,		
Morrison & Foerster LLP 61) P.O. Box		\ `		Address:	/lvania Ave			
Morrison & Foerster LLP 61) P.O. Box: 63) City:		\ `		Address:	/lvania Ave   64) State:   DC	65) Zip:		
Morrison & Foerster LLP 61) P.O. Box: 63) City: Washington		\ `		Address: ennsy	/lvania Ave   64) State:   DC	65) Zip:		
Morrison & Foerster LLP 61) P.O. Box: 63) City: Washington 66) Telephone Number:		\ `		Address: ennsy	/lvania Ave   64) State:   DC   X:	65) Zip:		
61) P.O. Box:  63) City:  Washington  66) Telephone Number:  (202) 887-1500		\ `		Address: ennsy	/lvania Ave   64) State:   DC   X:	65) Zip:		
Morrison & Foerster LLP 61) P.O. Box: 63) City: Washington 66) Telephone Number: (202) 887-1500 68) E-Mail Address:		\ `		Address: ennsy	/lvania Ave   64) State:   DC   X:	65) Zip:		
Morrison & Foerster LLP 61) P.O. Box: 63) City: Washington 66) Telephone Number: (202) 887-1500 68) E-Mail Address: lgurman@mofo.com		\ `		Address: ennsy	/lvania Ave   64) State:   DC   X:	65) Zip:		
Morrison & Foerster LLP 61) P.O. Box: 63) City: Washington 66) Telephone Number: (202) 887-1500 68) E-Mail Address:	10r	200	00 P	Address: ennsy 67) FA (202	/lvania Ave   64) State:   DC   X:  ) 887-0763	65) Zip:		

## Basic Qualification Questions

under the laws of a foreign country?

71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?

If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.

thereof, or by any corporation organized under the laws of a foreign country?

72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized

73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative

74)	Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?  If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es	<u>N</u> o
75)	Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court?  If 'Yes', attach exhibit explaining circumstances.	(N <u>Y</u> es	<u>N</u> o
76)	Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?  If 'Yes', attach exhibit explaining circumstances.	( N ) <u>Y</u> es	<u>N</u> o
77)	Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items?  If 'Yes', attach exhibit explaining circumstances.	( N ) <u>Y</u> es	No

(N Mes No

(N)Yes No

(Y Yes No

see Attachment 1

Race:	American Indian of Alaska Native:	Asien:	Black or African- American:	Native Havalian or Other Pecific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Letino:			
Gender:	Female:	Male:			
ssignor/T	ransferor Certification Sta	itements			
Fed	eral Communications Commission	n has been given, or (2) that	prior Commission cont	ist control of the license will not be trained is not required because the trainers. See Martiorangum Opinion and C	action is subject to streemlined
	Assignor or Transferor certifies the oriel, are part of this application, ar			chibita, attachments, or documents inc	orporated by reference are
79) Typed (	or Printed Name of Party Author	tzed to Sign			
First Name:	Craig		MI: Last Name: F	loerchingsr	Suffer:
ec) Train:	Vice President,	Cook Inlet Tak	monaunicas:	RRAXXINKK Region,	Inc.
Signature:		Stonle	-		81) Date:
Assignee/1	ransferee Certification St	etements			
Feder	ul Communications Commission h	as been given, or (2) that prior	Commission consent i	at control of the license will not be tren a not required because the transaction rs. See Memorandum Opinion and Or	benifirsets of Dejdus al
	- ·	• •		lectromagnetic spectrum as against the s an authorization in accordance with t	
atifibe	tion, or spectrum cap rule."			pree or Treneferee to be in violation o	• • • • • • • • • • • • • • • • • • • •
unies	- · · · · · · · · · · · · · · · · · · ·	remission pursuant to a reques	d made herein obervis	eed on the Assignor or Transferor und salows, except for liability for any act is assignment.	
	seignee or Transferne certifies that let, are part of thin application, and			riblis, stiachments, or decuments inco	rporalod by reference are
Anti-E		\$ 862, because of a conviction	t for possession or distr	ject to a denial of Federal benefits pur builton of a controlled substance. See	

The applicant certifies that it either (1) has an updated Form 602 on the with the Commission, (2) is filling an updated Form 602 simultaneously with this application, or (3) is not required to the Form 602 under the Commission's Rules.

62) Typed or Printed Name of Party Authorized to Sign							
First Name:	MI:	Last Name:	Suffix:				
David	A.	Miller	Esq.				
83) Title: Vice President							
Signature: 84) Date: 9/12/00							
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).							

Authorizations To Be Assigned or Transferred 85) Call Sign 87) Path Number 88) Lower or Center 86) 89) 90) Location Number Upper Frequency (MHz) Constructed (Microwave only) Frequency (MHz) Yes / No KNLF911 NO KNLG721 NO

#### FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

#### EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

The instant application, regarding the transfer of control of D&E/Omnipoint Wireless Joint Venture, L.P., is the second step in a two-step transaction. The first step involves the transfer of control of the licensee from Omnipoint Venture Partners, LLC to CIVS PA II, LLC. That transfer of control application is currently pending before the Commission. See File No. 0000126703. Assuming that this application is granted by the Commission, the licensee will be transferred to CIVS PA II, LLC. After that transfer is consummated, and upon the grant by the Commission of the instant transfer of control applications and related applications, control of CIVS PA II, LLC, and D&E/Omnipoint Wireless Joint Venture, L.P., will be transferred from CIGSM to VoiceStream. Because the application is still pending, however, the ULS system will not recognize that D&E/Omnipoint Wireless Joint Venture, L.P. is an entity the control of which can be transferred from CIGSM to VoiceStream and the parties are unable to utilize ULS to file this application.

## Omnipoint Philadelphia-E. Lancaster E License, LLC

#### FCC 603

#### FCC Wireless Telecommunications Bureau Main ForTAMP AND RETURN Application for Assignments of Authorization and Transfers of Control

Appro... 3060 - 0800 Approved by OMB

See instructions for public burden estimate

1) Application Purpose (Select only one) ( AM )									
AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal Transfer)  NT - Required Notification (for Consummation of Assignment of Transfer)  EX - Request for Extension of Time (to Consummate Assignment or Transfer)									
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.									
2b) File numbers of related pending applications currently on file with the FCC: 0000126706									
Type of Transaction	_								
3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? (N) Yes No									
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the ( )Yes No Commission's forbearance procedures for telecommunications licenses?									
4) For assignments of authorization only, is thi	s a parti	tion and/or	disaggre	gation?		·	( )	es <u>N</u> o	
5) Does this filing request a waiver of the Comr	nission'	s rules?					( Y )	(es <u>N</u> o	
6) Are attachments being filed with this applicat	ion?						( ¥ ) <u>\</u>	es <u>N</u> o	
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless (Y)Yes No licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?									
7b) Does the transaction that is the subject of this application also involve transfer or assignment of (N) <u>Y</u> es <u>N</u> o non-wireless licenses that are not included on this form and for which Commission approval is required?									
Transaction Information									
8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )  Sale or other assignment or transfer of stock  Other (voting trust agreement, management contract, etc.):									
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.									
9) The assignment of authorization or transfer of control of license is: ( V ) Voluntary Involuntary									
Licensee/Assignor Information									
10a) Taxpayer Identification Number:					10b) SGI	N:			
11) First Name (if individual):	11) First Name (if individual):  MI: Last Name:								
12) Entity Name (if not an individual): OMNIPOINT PHILADELPHIA-E. LANCASTER E LICENSE, LLC									
13) Attention To:									
14) P.O. Box: And /Or 15) Street Address: 3605 132 <sup>nd</sup> AVENUE SE, SUITE 100								E 100	
16) City: BELLEVUE 17) State: WA 18) Zip: 98006									
19) Telephone Number: (425) 653-4675	5		20) FAX	(: <b>(425)</b>	653-46	520			
21) E-Mail Address:									

22) Race, E	thnicity, and Gender of As	ssignor/Licens	ee (O	ptional	):					
Race:	American Indian or Alaska Native:	Asian:					Native Hawaiian or Other Pacific Islander:		White:	
Ethnicity:	Hispanic or Latino:	Not Hispanic o Latino:	)r							
Gender:	Female:	Male:								
Transferor	Information (for transfers	of control only	)							
23а) Тахра	yer Identification Number:						23b) SGIN	I		
24) First Name (if individual):				MI:	MI: Last Name: Suffix:					Suffix:
25) Entity N	25) Entity Name (if other than individual): COOK INLET REGION, INC.									
26) P.O. Bo	x:	And /Or	27)	Street /	Address:	2525 C	STREET,	SUITE	500	
28) City: A	NCHORAGE					29) State:	AK	K 30) Zip: 99503		
31) Telephone Number: (907) 263-5176 32) FAX: (907) 263-5181										
33) E-Mail Address: storrison@ciri.com										
Name of Tra	ansferor Contact Represer	tative (if other	than	Trans	eror) (f	or transfe	s of control	only)		, · · . — - · .
34) First Na	me: SCOTT			MI: D	Last Na	me: TOR	RISON			Suffix:
35) Compa	35) Company Name: COOK INLET REGION, INC.									
36) P.O. Bo	36) P.O. Box:  And /Or 37) Street Address: 2525 C STREET, SUITE 500									
38) City: ANCHORAGE 39) State: AK 40) Zip: 99503										
41) Telephone Number: (907) 263-5176 42) FAX: (907) 263-5181										
43) E-Mail Address: storrison@ciri.com										
Assignee/T	ransferee Information									
44) Assignee is a(n): ( ) Individual Unincorporated Association Trust Government Entity Joint Venture Corporation Limited Liability Corporation Partnership Consortium										
45a) Taxpayer Identification Number: 45b) SGIN										
46) First Na	me (if individual):			MI:	Last Na	ame:	· <u></u>			Suffix:
47) Entity Name (if other than individual): VOICESTREAM WIRELESS CORPORATION										
48) Name o	f Real Party in Interest:					<del></del>	49) TIN			
50) Attentio	n To:	,=					<u> </u>	<del></del>		

51) P.O. Box:	<del></del>	52) Stree	Address:					
5,7,7,5,55		And S2) Street Address: Or 3650 131st Avenue, S.E., Suite 200						
53) City:		13630	13186	Avenue,		11te 200 5) Zio:		
Belleuve				WA	1	8006		
56) Telephone Number:		<del></del>	57) FA			78008		
(425) 653-4600			l '	653-484	10			
58) E-Mail Address:			(423)	000-464	-	<del></del>		
dan.menser@voicestream.c	0 <b>m</b>							
dan. menserevorcestream. C	Ont			<del></del>				
Name of Assignee/Transferee Contact Re	presentative	(if other th	an Assigr	nee/Transferee)	•			
59) First Name:		MI:	Last N	ame:			Suff	loc:
Louis			Guri	nan			Es	q.
60) Company Name:								
Morrison & Foerster LLP								
61) P.O. Box:	And	62) Street	t Address:					
	/Or	2000	Pennsy	ylvania A	venue,	N.W., Sui	te 5	500
63) City:		<u> </u>		64) State:		(5) Zip:		
Washington				DC	21	0006		
66) Telephone Number:			67) FA	<del>x</del> :		***		
(202) 887-1500			(202	887-07	63			
68) E-Mail Address:		***	<u></u>					
lgurman@mofo.com								
Alien Ownership Questions								
69) Is the Assignee or Transferee a foreign gover	nment or the rep	presentative o	f any foreig	n government?		(1	N <u>Y</u> es	No
70) Is the Assignee or Transferee an alien or the	representative o	f an alien?					N Mes	
71) Is the Assignee or Transferee a corporation of	rganized under t	the laws of an	y foreign g	overnment?		()	N <u>Y</u> es	No
72) Is the Assignee or Transferee a corporation of by aliens or their representatives or by a foreign under the laws of a foreign country?							N) <u>Y</u> es	No
73) Is the Assignee or Transferee directly or indirectly the capital stock is owned of record or voted to thereof, or by any corporation organized under If 'Yes', attach exhibit explaining nature and explaining the stock of th	by aliens, their re If the laws of a fo	presentatives preign country	s, or by a fo ?	oreign government	an one-fourth of tor representati Attachmen	(	Υ <u>)Υ</u> es	No
Basic Qualification Questions								
74) Has the Assignee or Transferee or any party permit revoked or had any application for an in permit denied by the Commission?  If "Yes", attach exhibit explaining circumstance.	nitial, modification					uction	N ) <u>Y</u> es	<u>N</u> o
75) Has the Assignee or Transferee or any party Transferee, or any party to this application ev If Yes', attach exhibit explaining circumstance	er been convicte						N Yes	No
76) Has any court finally adjudged the Assignee of Transferee guilty of unlawfully monopolizing of indirectly, through control of manufacture or so or unfair methods of competition? If 'Yes', attach exhibit explaining circumstance.	r attempting uni ale of radio appa	awfully to mo	nopolize ra	dio communicatio	n, directly or		N ) <u>Y</u> es	<u>N</u> o
77) Is the Assignee or Transferee, or any party di in any pending matter referred to in the preced if 'Yes', attach exhibit explaining circumstance	ting two items?	ty controlling	the Assign	ee or Transferee	currently a party		N) <u>Y</u> es	Йо

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional): Native Hawaiish or Other White: Black or African-Race: American Indian or Alaska Asian: Native: American: Pectfic Islander: Ethnicky: Hispanic or Latino: Not Hispanic or Latino: Female: Male: Gander: Assignor/Transferor Certification Statements The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the Scenae will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to sinker notification procedures for pro forms assignments and transfers by letecommunications carriers. See Memorandum Opinion and Order, 13 FCC Red. 6283 (1996). The Assignor or Transferor certifies that all statements made in this application and in the exhibits, sitiachments, or documents incorporated by reference are meterial, are part of this application, and are true, complete, correct, and made in good faith. 79) Typed or Printed Name of Party Authorized to Sign MI: A Suffic First Name: Last Name: Floerchinger Craig SO) Title: Vice President, Cook Inlet Telescommundoscionexximax Region, Inc. 81) Date: Signature: OD 0 Assignee/Transferee Certification Statements The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the focuse will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forms assignments and transfers by telecommunications carriers. See Maintenandum Opinion and Order, 13 FCC Red. 6283 (1998). 2) The Assignee or Trensferse waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the provious use of the same, whether by floores or otherwise, and requests an authorization in accordance with this application. 3) The Assignee or Transferse certifies that grant of this application would not cause the Assignee or Transferse to be in violation of any pertnent cross-ownership. attribution, or apactrum cap rule." "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. 4) The Assignee or Transferes agrees to assume all obligations and abide by all conditions imposed on the Assigner or Transferer under the subject authorization(s), unless the Federal Communications Commission pursuent to a request made harein otherwise allows, except for liability for any act done by, or any right sourced by. Of any sult or proceeding had or commenced against the Assignor or Transferor prior to this assignment. The Assignee or Transferse certifies that all statements made in this application and in the exhibits, stachmonts, or documents incorporated by reference are 6 meterful, are part of this application, and are true, complete, correct, and made in good faith. 6) The Assignee or Transferee certifies that neither it nor any other perty to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the

Anti-Drug Abuse Act of 1968, 21 U.S.C. § 562, because of a convision for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules.

The applicant certifies that it either (1) has an updated Form 602 on the with the Commission, (2) is filling an updated Form 602 simultaneously with this application,

47 CFR § 1.2002(b), for the definition of "party to the application" so used in this conflication.

or (3) is not required to fite Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign								
First Name:	MI:	Last Name:	Suffix:					
David	A	Miller	Esq.					
83) Title: Vice President								
Signature: 84) Date: 9/12/00								
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 212(2)/41). AND/OR EOREFITIES (U.S. Code, Title 47, Section 212(2)/41). AND/OR EOREFITIES (U.S. Code, Title 47, Section 212(2)/41).								

Authorizations To Be Assigned or Transferred 85) Call Sign 88) Lower or Center Frequency (MHz) 86) 87) Path Number 89) 90) Upper Frequency (MHz) **Location Number** Constructed (Microwave only) Yes / No KNLF983 NO

#### FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

#### **EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER**

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

The instant application, regarding the transfer of control of Omnipoint Philadelphia-E. Lancaster E License, LLC, is the second step in a two-step transaction. The first step involves the transfer of control of the licensee from Omnipoint Venture Partners, LLC to CIVS PA II, LLC. That transfer of control application is currently pending before the Commission. See File No. 0000126706. Assuming that this application is granted by the Commission, the licensee will be transferred to CIVS PA II, LLC. After that transfer is consummated, and upon the grant by the Commission of the instant transfer of control applications and related applications, control of CIVS PA II, LLC, and of Omnipoint Philadelphia-E. Lancaster E License, LLC, will be transferred from CIGSM to VoiceStream. Because the application is still pending, however, the ULS system will not recognize that Omnipoint Philadelphia-E. Lancaster E License, LLC is an entity the control of which can be transferred from CIGSM to VoiceStream and the parties are unable to utilize ULS to file this application.

## **Petition for Declaratory Ruling**